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Hearing Date: July 22, 2010, at 9:00 a.m.  
Objections Due: June 7, 2010  
Reply Due: July 2, 2010

-and-

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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IN RE:	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
-----	x	
DELPHI CORPORATION, et al.,	:	
	:	
Plaintiffs,	:	
	:	
Against	:	Adv. Pro. No. 07-02619 (RDD)
	:	
SETECH INC. and SETECH,	:	
	:	
Defendants.	:	
-----	x	

**REPLY AND JOINDER IN FURTHER SUPPORT OF SETECH, INC.'S  
MOTION TO VACATE AND TO DISMISS**

Setech<sup>1</sup> submits this reply to the *Reorganized Debtors' Response to Motions to Vacate Certain Orders and Dismiss Adversary Actions* (the “**Plaintiffs' Response**”) (APN Docket No. 34; Main Case Docket No. 20225), and in further Support of Setech’s *Motion to Vacate and to Dismiss* (APN Docket Nos. 31-33; Main Case Docket Nos. 20094, 20097 and 20099) (the “**Setech Motion to Dismiss**”).

Plaintiffs’ Response does not attempt to address the Debtors’ prior specific and express waivers and releases as to the Setech Prefund Transfer and the Setech Product Payments. Similarly, the Plaintiffs’ Response does not address the obvious and complete ordinary course defense as to the Remaining Transfers. To the extent that the Court is inclined to consider the clear and undisputed facts contained in the Eddinger Declaration which reflect defenses more than sufficient to defeat all of the claims purportedly alleged in the Complaint, Setech requests that the Court treat the Setech Motion to Dismiss as a motion for summary judgment and grant it on the bases that there are no genuine issues of material fact and that Setech is entitled to summary dismissal as a matter of law.

With respect to all other defenses raised by Setech in the Setech Motion to Dismiss, Setech rests on the points and authorities described in its opening brief and the chorus of arguments and authorities contained in the replies filed to the Plaintiffs’ Response on behalf of Affinia Group Holdings (APN 07-02198, Docket No. 50; Main Case Docket No. 20304), Wagner-Smith Company (APN 07-02581, Docket No. 26; Main Case Docket No. 20306), Johnson Controls (APN 07-02348, Docket No. 35; Main Case Docket No. 20298) and HP Enterprise Services, LLC (APN 07-02262, Docket No. 31; Main Case Docket No. 20331), all of which are incorporated herein by reference to the extent consistent with both the Setech Motion to Dismiss and the facts presented in the Eddinger Declaration.

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<sup>1</sup> Capitalized terms as used herein have the same meaning as given them in the Setech Motion to Dismiss.

For all of the foregoing reasons, Setech respectfully requests that the Court enter an order (i) vacating the Extension Orders pursuant to Bankruptcy Rule 9024 (ii) dismissing the above-captioned Adversary Proceeding with prejudice; and (iii) granting such other and further relief as the Court deems appropriate.

Date: July 2, 2010

Respectfully submitted,

/s/ Madison L. Martin

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### **CERTIFICATE OF SERVICE**

I hereby certify that on July 2, 2010, the foregoing ***Reply And Joinder In Further Support of Setech, Inc.'s Motion To Vacate And To Dismiss*** was electronically filed through the Court's CM/ECF system and served upon the following persons in the manner indicated:

- i. Electronic service upon all Filing Users accepting Notice of Electronic Filing; and
- ii. First-class U.S. mail to the persons included on the attached Service List.

/s/ Madison L. Martin

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